

MCGLYNN & LUTHER

SERVING MISSOURI AND ILLINOIS SINCE 1896

DANIEL MCGLYNN
1861-1931

Maureen A. McGlynn

February 22, 2006

Clerk
United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 610
New York, NY 10004

**Re: Delphi Corporation, et al.
Case No. 05-44481 (RDD), Chapter 11**

Dear Sir or Madam:

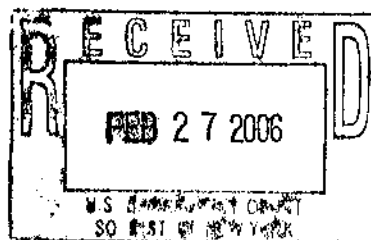
Enclosed please find an original and one copy of our Affidavit of Legal Ordinary Course Professional which I ask that you file with the Court in the above-styled matter.

Please return a file-stamped copy of the Affidavit in the self-addressed, stamped envelope provided.

Should you have any questions, or need any additional information, please contact me.

Thank you for your prompt attention to this matter.

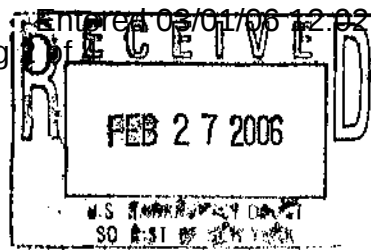
Sincerely,



Maureen A. McGlynn/ms
Maureen A. McGlynn

MAM:ms
Enclosures

cc: Nancy D. Tribble, Delphi Corporation
General Counsel, Delphi Corporation
John W. Butler, Jr.
Alicia M. Leonhard, United States Trustee
Mark A. Broude
Marissa Wesley
Marlane Melican



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF MISSOURI)
) ss:
COUNTY OF ST. LOUIS)

Maureen A. McGlynn, being duly sworn, deposes and says:

1. I am a principal of McGlynn & Luther, which firm maintains offices at 500 N. Broadway, Suite 1515, St. Louis, Missouri 63102.
2. Neither I, McGlynn & Luther, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys, except as set forth in this affidavit.
3. McGlynn & Luther has represented and advised the Debtors in Missouri and Illinois with respect to a broad range of aspects of the Debtors' businesses.
4. The Debtors have requested, and McGlynn & Luther has agreed, to continue to represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such matters. Additionally, the Debtors have requested, and McGlynn & Luther proposes, to render the following services to the Debtors: continued legal representation in several pending product liability lawsuits.
5. McGlynn & Luther's current fees arrangement is \$180.00 per hour for each partner, \$165.00 per hour per associate, and \$90.00 for paralegal and nurse paralegal services.
6. Except as set forth herein, no promises have been received by McGlynn & Luther or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the

Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. McGlynn & Luther has no agreement with any entity to share with such entity any compensation received by McGlynn & Luther.

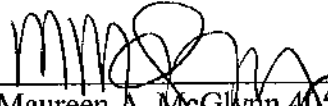
8. McGlynn & Luther and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. McGlynn & Luther does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

9. Neither I, McGlynn & Luther, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which McGlynn & Luther is to be engaged.

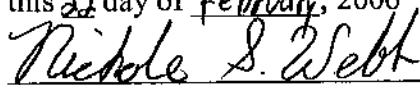
10. The foregoing constitutes the statement of McGlynn & Luther pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT

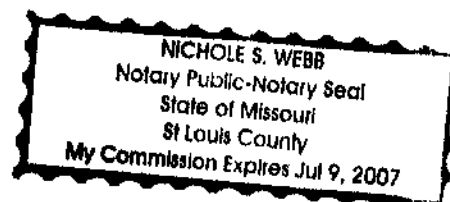
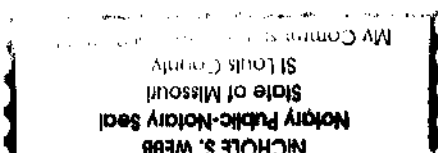
MCGLYNN & LUTHER


Maureen A. McGlynn 40552
500 N. Broadway, Suite 1515
St. Louis, MO 63102
(314) 727-1000
Fax (314) 727-2960
Attorney for Delphi Automotive
Systems LLC

Subscribed and sworn before me
this 22 day of February, 2006



Notary Public



CERTIFICATE OF SERVICE

Maureen A. McGlynn, Principal of McGlynn & Luther, hereby certifies that on the 22nd day of February, 2006, served a copy of the Affidavit of Legal Ordinary Counsel Professional, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098
U.S.A.

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, N.Y. 10022
U.S.A.

Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606
U.S.A.

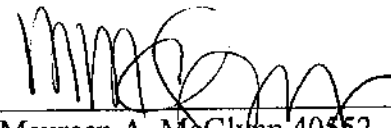
Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, N.Y. 10017
U.S.A.

United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, N.Y. 10044
U.S.A.

Davis Polk & Wardwell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, N.Y. 10017
U.S.A.

Dated: 2/22/06

MCGLYNN & LUTHER


Maureen A. McGlynn 40552
500 N. Broadway, Suite 1515
St. Louis, MO 63102
(314) 727-1000
Fax (314) 727-2960
Attorney for Delphi Automotive
Systems LLC

Subscribed and sworn before me
this 22 day of February, 2006.

Nichole S. Webb
Notary Public

